

1. Glossary

Unlike the descriptions of information and documents necessary to complete PASSPort enrollment, listed in Sections 1 and 2, above, this glossary of terminology clarifies and modifies the meaning of the terms included in the PASSPort Vendor Questionnaire and *Principal Questionnaire*. You should refer to this glossary to resolve any uncertainties regarding the meaning of the PASSPort Vendor Questionnaire or PASSPort *Principal Questionnaire*. The City, in its sole discretion, may require that other principal owners or officers complete a *principal questionnaire*.

Account Creation	The initial entry point for an entity into PASSPort. The entity fills out basic contact information, such as but not limited to: their primary place of business , telephone number , and e-mail . At this point the entity has their EIN or SSN verified before they are able to move on to Vendor Enrollment .
Administrative Charge	When an agency charges an entity with violating the agency's regulations. These charges include, but are not limited to violations of prevailing wage laws, workers' compensation laws, Occupational Safety and Health Administration (OSHA) violations and tax offenses.
Affiliate	An entity in which the parent of the enrolling vendor either owns more than fifty (50) percent of the voting stock and/or an entity in which a group of principal owners or officers that owns more than fifty (50) percent of the enrolling vendor also owns more than fifty (50) percent of that entity's voting stock.
Agency	Any government body, whether Federal, State, City, County, local agency or other office, position, administration, department, division, bureau, commission, authority, corporation, advisory committee or other agency of government, including departments, offices, quasi-public agencies, public authorities, public corporations, public development corporations, local development corporations and others. (See below for definition of "New York City Agencies.")
Board of Directors	Board members are individuals that make up the governing body of an entity that are responsible for overseeing the entity's activities, and that also meet periodically to discuss and vote on the affairs of the entity .
Business Addresses	The address and telephone numbers for the location(s) at which the enrolling vendor conducts its activities.
Consulting Capacity	Serving in a capacity to act on behalf of or assist the enrolling vendor with services including, but not limited to legal, engineering or architectural.
Contact	Person identified as being associated with the vendor's profile in PASSPort. A contact is not limited to an organization's principal owner or officer , and can be anyone associated with the organization in an administrative capacity. Contacts are assigned the roles of " vendor administrator ," " contributor " and/or " signatory ".
Contract	Any agreement between a New York City agency and an individual or entity , which (a) is for the provision of goods, services, or construction and has a value that when aggregated with the values of all other such agreements with the same individual or entity or subcontractor during the immediately preceding twelve (12) month period is valued at two hundred fifty thousand dollars (\$250,000) or more; or (b) is for the provision of goods and/or services, was awarded on a sole source basis and is valued at ten thousand dollars (\$10,000) or more; or (c) is a concession and has a value that when aggregated with the value of all other contracts/agreements held by the same concessionaire is valued at one hundred thousand dollars (\$100,000) or more; or (d) is a franchise. Where it is used in Section 3 of the Vendor Questionnaire or Section 4 of the

	Principal Questionnaire, the term “contract” means “government contract,” as defined below. In all other instances, “contract” and “government contract” carry separate meanings, as defined in this glossary.
Controlling Entity	<p>The enrolling vendor is controlled by another entity when:</p> <ul style="list-style-type: none"> • The controlling entity holds ten (10) percent or greater ownership interest; or • The controlling entity directs or has the right to direct daily operations <p>The enrolling vendor controls another entity when:</p> <ul style="list-style-type: none"> • It holds ten (10) percent or more of the voting stock of the entity it controls; or • It directs or has the right to direct daily operations <p>A controlling entity is considered a Parent when it owns more than fifty (50) percent of the voting stock of another entity.</p>
DBA	“Doing business as” or DBA, is a formal notice filed with a county clerk that an individual or entity is conducting business under an assumed name.
DUNS Number	A unique nine-digit identifier for businesses, issued by Duns & Bradstreet, also known as the “D&B number,” that is tied to a business information file administered independently by Duns & Bradstreet.
EIN	A nine-digit number assigned by the Internal Revenue Service to sole proprietors, corporations, partnerships, estates, trusts, and other entities for tax filing and reporting business purposes. Where an entity uses an SSN in lieu of an EIN, PASSPort users must disclose the SSN used by that entity as if it were an EIN.
E-mail	Electronic mail address of an individual, entity and/or enrolling vendor at the primary place of business address, principal executive office address and business addresses.
Enrolling Vendor	The entity enrolling in PASSPort.
Entity	Any joint venture, sole proprietorship, general partnership, limited liability partnership, limited partnership, limited liability company, professional limited liability company, business corporation, professional business corporation, or others. This also includes any not-for-profit corporation.
FMS Vendor Code	Number generated in the City’s Financial Management System (“FMS”) (either assigned manually by agency or generated when a vendor signed up in PIP) that a vendor needs in order to be eligible to receive payment from the City of New York.
Government Contract	Any agreement between an individual or entity and an agency, as defined above. Where it is used in Section 3 of the Vendor Questionnaire or Section 4 of the Principal Questionnaire, the term “contract” means “government contract.” In all other instances, “contract” and “government contract” carry separate meanings, as defined in this glossary.
Immediate Family	Includes former or current husband(s), and or wife(ves), son(s), daughter(s), stepson(s), stepdaughter(s), adopted child(ren), grandchild(ren), parent(s), brother(s), sister(s), grandparent(s), mother(s)-in-law, father(s)-in-law, brother(s)-in-law and sister(s)-in-law.
Individual	Any person (not an entity).
Internal Revenue Code	The set of rules and regulations established by the United States Internal Revenue Service (IRS).
Investigated	An individual or entity has been investigated if there has been any inquiry by any prosecutorial, investigative or regulatory agency concerning such individual or entity or the activities and/or the business practices thereof.

	<p>An “inquiry” includes, but is not limited to the following:</p> <ol style="list-style-type: none"> 1. an appearance before a grand jury by the individual or any current or former representative of the entity or its affiliates has been made or been sought; 2. a subpoena requiring testimony has been issued and/or received; 3. a subpoena for the production of documents in a criminal proceeding or criminal investigation has been issued and/or received; 4. a search warrant at any location occupied or used by individual/entity, any affiliate, or any of their principal owners or officers has been executed; 5. notice has been received that the communications or activities of the individual or any current or former representative of the entity or its affiliates have been monitored under a court order; 6. notice has been received that the individual/entity, or any current or former representative of the entity or its affiliates is the subject or target of an investigation; 7. any questioning of an employee concerning the individual/entity, or the conduct of the individual/entity’s or the affiliate’s business which relates to the possible commission of any act or acts that could expose the individual, the entity, or its affiliates to either criminal or civil liability; 8. any investigation into compliance with prevailing wage laws or regulations. <p>The following are not inquiries:</p> <ol style="list-style-type: none"> 1. background investigations for employment; 2. contact with the contracting agency relating to performance or routine aspects of an existing contract; 3. agency communications relating to constituent complaints; 4. routine non-forensic program or financial audits.
<p>Managerial Employees or Managerial Capacity</p>	<p>Employees in a supervisory capacity who, either by virtue of their title or their duties, operate with discretion over solicitation, letting, or management of contracts with New York City.</p>
<p>Material Weakness</p>	<p>A reportable condition in which the design or operation of one or more of the components of internal control does not reduce to a relatively low level the risk that errors and irregularities in amounts that would be material in relation to the general purpose financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions.</p>
<p>New York City Agencies</p>	<p>Those agencies for which expenses are paid in whole or in part from the city treasury, and include but are not be limited to, the City Council, the offices of each elected official, the Department of Education, the School Construction Authority, community boards, the Financial Services Corporation, the Health and Hospitals Corporation, the Economic Development Corporation, and the New York City Housing Authority, but do not include any court or any corporation or institution maintaining or operating a public library, museum, botanical garden, arboretum, tomb, memorial building, aquarium, zoological garden or similar facility.</p>

Nonprofit	Any group incorporated under the New York State Not-For-Profit Corporation Law and/or registered with the Secretary of the State as a Not-For-Profit Corporation in accordance with Article 13 of that law, and/or exempt from taxation under section 501 of the Internal Revenue Code .
Non-Responsible	When an individual or entity lacks the capability in all respects to fully perform the contract requirements and/or lacks the business integrity to justify the award of public tax dollars.
Officer	Any individual who serves as or performs the functions of chief executive officer , chief financial officer , or chief operating officer of the enrolling vendor , without regard to such individual 's title e.g., president, vice president, secretary, treasurer, board chairperson, trustee, (individual or entity who administers a trust) or their equivalents.
Parent	Any individual or entity including, but not limited to any partnership, joint venture or corporation which owns more than fifty (50) percent of the voting stock of another entity .
Primary Place of Business	The most important location from which the enrolling vendor conducts its business in the New York City metropolitan area. See business address definition.
Prime	The entity awarded the contract .
Principal Executive Office	The location at which the enrolling vendor 's principals are located. See also the definitions for primary place of business , business address , and telephone numbers .
Principal Owner	An individual , partnership, joint venture or corporation that holds a ten (10) percent or greater ownership interest in an enrolling vendor or subcontractor .
Principal Questionnaire	The questionnaire collects information on the enrolling vendor 's principal owners and/or officers .
Responsibility Determination	A conclusion reached by any government agency or quasi-governmental agency , concerning the responsibility of an entity . A responsibility determination is based on several factors including, but not limited to an entity 's financial resources, business integrity, and performance.
Role- Contributor	Account permission that allows a user to add and save information to the account, vendor questionnaire and principal questionnaire but not to sign for or submit account for filing.
Role- Signatory	Account permission that allows a user to add and save information to the account, vendor questionnaire and principal questionnaire in addition to signing for and submitting account for filing.
Role- Vendor Admin	Account permission that allows a user to add and save information to the account, vendor questionnaire and principal questionnaire in addition to signing for and submitting account for filing. User is also able to assign other users on a vendor account either contributor , signatory or vendor admin permissions.
Sanction	Any fine, penalty, judgment, injunction, violation, debarment or suspension.
Share	To have space, staff, equipment, expenses, etc., or use such items, in common with one or more other entities .
Shared Equipment	Equipment is considered to be the items used in an individual or entity 's operation or activity that include, but are not limited to telephone(s) and telephone systems, photocopiers, computer, motor vehicles and construction machinery. These items are considered shared whenever the enrolling vendor shares the ownership and/or the use of any equipment with any other entity . Equipment should not be considered to be shared under the following three circumstances: (1) when, although the equipment is owned by another entity , the enrolling vendor has entered into a formal lease for the use of the equipment and exercises exclusive use of the equipment; or (2) when the enrolling vendor owns equipment that it has formally leased

	to another entity , and for the duration of such lease the enrolling vendor has relinquished all right to the use of such leased equipment; or (3) when the enrolling vendor out-sources internal administrative functions, such as payroll.
Shared Expenses	Expenses are costs, charges, fees, etc. When the enrolling vendor and any other entity jointly incur or pay for expenses, they are considered shared .
Shared Space	Space is considered to be shared when any part of the space utilized by the enrolling vendor , at any of its sites, is also utilized on a regular or intermittent basis for any purpose by any other entity , and where there is no lease or sublease in effect between the enrolling vendor , and any other entity , that is sharing space with the enrolling vendor .
Shared Staff	Staff should be considered to be shared when any individual provides the services of an employee (including services of any type or level, managerial or supervisory, whether paid or unpaid) to the enrolling vendor , and also, on either a regular or irregular basis, provides the services of an employee, paid or unpaid, to one or more other entities , if such services are provided during any part of the same hours the individual is providing services to the enrolling vendor . This type of sharing may include, but is not limited to, individuals who provide the following services: telephone answering, receptionist, delivery, custodial, and driving.
SSN	The unique nine-digit number assigned by the Social Security Administration that assists in maintaining an accurate record of wages or self-employment earnings that are covered under the Social Security Act, and used by the Internal Revenue Service for tax administration purposes. Except where an entity elects to use an SSN in lieu of an EIN , PASSPort users are only required to enter the last four digits of an SSN where SSN data is solicited.
Subcontract	An agreement between an individual or entity that is party to a contract and another individual or entity which (a) is for the provision of goods, services or construction pursuant to that contract , and has a value that when aggregated with the values of all other such agreements with the same individual or entity and subcontractor during the immediately preceding twelve (12) month period is valued at two hundred fifty thousand dollars (\$250,000) or more; or (b) is for the provision of goods and/or services, was awarded on a sole source basis and is valued at ten thousand dollars (\$10,000) or more; or (c) is a concession and has a value that when aggregated with the value of all other contracts/agreements held by the same concessionaire is valued at one hundred thousand dollars (\$100,000) or more; or (d) is a franchise.
Subcontractor	Any individual or entity engaged under a subcontract .
Submitting Vendor	The entity enrolling in PASSPort.
Subsidiary	An entity in which the majority of the voting stock is owned by a parent .
Telephone Numbers	The telephone numbers of an individual , entity and/or enrolling vendor at the primary place of business address, principal executive office address and business addresses .
Vendor Enrollment	Action in PASSPort where enrolling vendors can fill out required information prior to being able to do business with the City of New York.